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October 22, 2001

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

23617-A
OCT 24 '01 3:18 PM
TS
SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 9, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **DeBRUCE GRAIN, INC.**
4100 North Mulberry Road, Kansas City, Mo 64116

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **DeBRUCE GRAIN, INC.**, covering 100 coal hopper cars with reporting marks and numbers – CEFX 12852 – SIRX 515199, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23617 dated 8/15/01 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey
Sherry Lewey
Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 9th day of October, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and DeBRUCE GRAIN, INC., a Missouri corporation, with an address at 4100 North Mulberry Road Kansas City, MO 64116 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of July 30, 2001, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on August 15, 2001 and given Recordation Number 23617.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph L. Mankowski
Name: JOSEPH L. MANKOWSKI
Title: VICE PRESIDENT/RAIL RESOURCES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

DeBRUCE GRAIN, INC.

By: Jeff Hicks
Name: JEFF HICKS
Title: Director on Transportation

RECORDATION NO. **23617-A** FILED

OCT 24 '01

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TS
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SCHEDULE A

Quantity
100

Equipment Description
5150 c.f. covered hopper cars with
gravity gates and trough hatches

Car Marks and Numbers

1	CEFX	12852	51	SIRX	515019
2	CEFX	12854	52	SIRX	515023
3	CEFX	12859	53	SIRX	515026
4	CEFX	12862	54	SIRX	515028
5	CEFX	12865	55	SIRX	515041
6	CEFX	12867	56	SIRX	515050
7	CEFX	12879	57	SIRX	515053
8	CEFX	12884	58	SIRX	515068
9	CEFX	12885	59	SIRX	515069
10	CEFX	12897	60	SIRX	515070
11	CEFX	12903	61	SIRX	515074
12	CEFX	12905	62	SIRX	515079
13	CEFX	12907	63	SIRX	515080
14	CEFX	12908	64	SIRX	515082
15	CEFX	12909	65	SIRX	515083
16	CEFX	12911	66	SIRX	515092
17	CEFX	12912	67	SIRX	515093
18	CEFX	12919	68	SIRX	515094
19	CEFX	12920	69	SIRX	515095
20	CEFX	12923	70	SIRX	515096
21	CEFX	12925	71	SIRX	515098
22	CEFX	12926	72	SIRX	515101
23	CEFX	12929	73	SIRX	515108
24	CEFX	12937	74	SIRX	515111
25	CEFX	12945	75	SIRX	515116
26	CEFX	12947	76	SIRX	515121
27	CEFX	12948	77	SIRX	515124
28	CEFX	12950	78	SIRX	515128
29	CEFX	12952	79	SIRX	515129
30	CEFX	12958	80	SIRX	515130
31	CEFX	12965	81	SIRX	515131
32	CEFX	12966	82	SIRX	515132
33	CEFX	12967	83	SIRX	515133
34	CEFX	12968	84	SIRX	515136
35	CEFX	12973	85	SIRX	515139
36	CEFX	12974	86	SIRX	515141
37	CEFX	12975	87	SIRX	515142
38	CEFX	12985	88	SIRX	515149
39	CEFX	12988	89	SIRX	515151
40	CEFX	13001	90	SIRX	515152
41	CEFX	13007	91	SIRX	515154
42	CEFX	13009	92	SIRX	515155
43	CEFX	13012	93	SIRX	515158
44	CEFX	13013	94	SIRX	515162
45	CEFX	13015	95	SIRX	515166
46	CEFX	13028	96	SIRX	515168
47	SIRX	515002	97	SIRX	515173
48	SIRX	515008	98	SIRX	515189
49	SIRX	515011	99	SIRX	515196
50	SIRX	515013	100	SIRX	515199